

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	
)	Chapter 11
PCS FINANCIAL CORP.,)	
)	Case Nos. 08-30930
In re:)	Case Nos. 08-30934
)	
PRIME ACCEPTANCE CORP.,)	
)	Judge Hollis
Debtors/Debtors in Possession.)	

**ORDER FURTHER EXTENDING THE DEBTORS' AUTHORIZATION TO USE
CASH COLLATERAL UNDER (AND FURTHER AMENDING) THE AMENDED
FINAL ORDER PURSUANT TO 11 U.S.C. §363, RULE 4001(b) OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE, AND
LOCAL BANKRUPTCY RULE 4001-2(A)(2) (I) AUTHORIZING THE
USE OF CASH COLLATERAL, AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion") of counsel to the above-captioned debtors and debtors-in-possession (the "Debtors") at the status hearing held on September 10, 2009 (the "Hearing") for an order extending the Debtors' authorization to use "Cash Collateral" under (and amending certain provisions of) the Amended Final Order Pursuant to 11 U.S.C. § 363, Rule 4001(b) of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 4001-2(A)(2)(I) Authorizing the Use of Cash Collateral, and (II) Granting Related Relief [Docket No. 88] (the "Final Cash Collateral Order"), as such term is defined in the Final Cash Collateral Order, which Motion was not opposed by Bank of America, N.A., the administrative agent for the Debtors' pre-petition secured lenders; and due notice having been given under the circumstances; and having received no response or objection to the requested relief; and the Court finding that the relief requested is in the best interest of the Debtors and their estates; it is hereby

ORDERED, that the Motion is granted, as set forth herein; and it is further


ORDERED, that the Specified Period (as defined in the Final Cash Collateral Order) shall be extended through and including September 18, 2009 at 11:59 p.m. (prevailing Central Time) and all references in the Final Cash Collateral Order to "September 11, 2009" or "September 11, 2009 at 11:59 p.m. prevailing Central time" shall be construed to mean "September 18, 2009" or "September 18, 2009 at 11:59 p.m. prevailing Central time," as applicable, and that the Cash Collateral Budget for the period from September 11, 2009 through September 18, 2009 shall be the budget that is attached hereto as Exhibit A; and it is further

ORDERED, that the terms of the Final Cash Collateral Order shall otherwise remain in full force and effect, although this Order shall control in the event of any conflict; and it is further

ORDERED, that a further status hearing shall be held on September 17, 2009 at ~~10:00~~ ^{10:30} a.m. prevailing Central time before the Court with respect to the Debtors' use of Cash Collateral from and after the end of the Specified Period; and it is further

ORDERED, that the Court shall retain jurisdiction to enforce the terms of this order.

Dated: Chicago, Illinois
September __, 2009



The Honorable Pamela S. Hollis
United States Bankruptcy Judge

SEP 10 2009

Consolidated Cash Flow Estimates

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2nd Interim budget
Week ending Friday

	9/18/2009	9/25/2009
CASH BALANCES		
Beginning Cash Balance	10,500,000.00	11,132,900.00
<u>CASH IN FLOWS</u>		
Cash receipts - Prime Acceptance Corp.	750,000.00	450,000.00
Cash receipts - PAC Agency Payments (Net)	50,000.00	5,000.00
Cash receipts - PCS Financed	625,000.00	350,000.00
TOTAL CASH IN FLOWS	<u>1,425,000.00</u>	<u>805,000.00</u>
TOTAL CASH AVAILABLE	<u>11,925,000.00</u>	<u>11,937,900.00</u>

CASH OUT FLOWS

Account Refunds		10,000.00
Audit Expense		20,000.00
Bank Charges		
Bank Legal Fees		
Billing Outsourcing Expense		
Chapter 11 Quarterly Fee		
Collection Expense	2,000.00	2,000.00
Consulting Fees		
Credit Bureau Inquiries		
Data Processing Expense	500.00	7,500.00
Dues and Subscriptions		250.00
Employer 401(K) match		4,000.00
Equipment Maintenance and Replacement	5,500.00	500.00
Equipment Rental/Lease		300.00
Field Expense	300.00	300.00
Income Tax Payment Estimated		
Insurance Expense - Group Medical/Dental	15,000.00	
Insurance Expense - Workmens Compensation		1,375.00
Insurance Expense - Other		
Illinois State Replacement Tax		
Legal Expense		
Legal (Collection)	4,000.00	4,000.00
Office Expense	750.00	750.00
Messenger Expenses	250.00	250.00
Vending	250.00	250.00
Electricity		1,500.00
Payroll Admin. Expenses (ADP)		
Processing Fees	22,500.00	22,500.00
Postage / Freight / Shipping	3,000.00	3,000.00
TB and Daily Postage (CGI/APS)	8,000.00	3,000.00
Purchase Power postage		
Rent		
Salaries		90,000.00
Seminars & Education		
Supplies	4,750.00	750.00
Taxes - Employer Payroll		8,000.00
Telephone Expense		
UCC Filings		
Sales Expense	300.00	300.00
TOTAL WEEKLY OUT FLOWS	<u>67,100.00</u>	<u>180,525.00</u>

We have excluded from this projection the line items previously noted as:
 "Cash receipts - PCS Serviced & Non-owned cash" in CASH IN FLOWS and
 "Payments to serviced & non-owned entities" in CASH OUT FLOWS
 as they are not material to the budget and do not belong to PCS.

2nd Interim budget
Week ending Friday

9/18/2009 9/25/2009

EXPENSES NOT NECESSARILY REQUIRING CASH OUT FLOW

Payments/Expenses - Banks

Payments/Expenses - Other

TOTAL WEEKLY EXPENSES

67,100.00 180,525.00

APPROX WEEKLY EXCESS CASH INTEREST INC

11,857,900.00 11,757,375.00

NEW ORIGINATIONS

PCS Financial Dealers - New Originations including Reloans

450,000.00 450,000.00

Prime Acceptance Dealers

275,000.00 275,000.00

ENDING CASH

11,132,900.00 11,032,375.00